

**United States Bankruptcy Court  
Northern District of California**

In re **Exigen (USA), Inc.**

Debtor(s)

Case No. **13-32281**  
Chapter **11**

**AMENDMENT COVER SHEET**

Amendment(s) to the following petition, list(s), schedule(s) or statement(s) are transmitted herewith:

**Summary of Schedules**

**Schedule B**

**Schedule E**

**Schedule F**

**Schedule H**

**Business Income and Expense Form**

**Statement of Financial Affairs**

See Exhibit "1" attached hereto and incorporated by reference for a detailed list of each of the above schedules as to how they were amended.

Date: **December 6, 2013**

**/s/ Iain A. Macdonald**

**Iain A. Macdonald 051073**

Attorney for Debtor(s)

**Macdonald Fernandez LLP**

**221 Sansome St., 3rd Flr.**

**San Francisco, CA 94104**

**(415) 362-0449 Fax: (415) 394-5544**

**EXHIBIT 1**  
**to**  
**Amendment**  
**Cover Sheet**

**Exigen (USA), Inc.**  
**Bankruptcy Case No. 13-32281**

<b>Document/Schedule</b>	<b>Description of Amendment</b>
<b>Summary of Schedules</b>	Amended to reflect correct amount owed to creditors on Schedule E and Total Liabilities of the Debtor. Schedule E is also being amended. See below for details.
<b>Schedule B, Item Number 12</b> (Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans.)	Deleted entry regarding 401(k) Plan because it is not an asset of the Debtor. Debtor moved the entry to Statement of Financial Affairs, Item #25 for disclosure purposes.
<b>Schedule B, Item Number 13</b> (Stocks and Interests in Businesses)	1 – Entry entitled “599,432 Common Stock in Return on Intelligence, Ltd. n/k/a Exigen Services, Ltd.” was amended to correctly reflect the name of said entities.  2 – Entry entitled “Debtor was the 100% owner of the following subsidiaries...” was amended to reflect beginning and ending dates for Debtor’s former subsidiaries.
<b>Schedule B, Item Number 21</b> (Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims.)	Amended to delete “NEED UPDATE FIGURE FROM P. GREGORY”
<b>Schedule B, Exhibit 1</b>	1 - Exhibit to Item Number 13 (Stock and interests in incorporated and unincorporated businesses) entitled “Other Assets: Loans to Portfolio Companies” amended to reflect full names of entities.  2 - Exhibit further amended to reflect Return on Intelligence, Ltd. (f/k/a Exigen Service, Ltd.)
<b>Schedule B, Exhibit 2</b>	Exhibit to Item Number 16 (Accounts receivable) entitled “Accounts Receivables” amended to reflect full and/or correct names of entities.
<b>Schedule E</b>	Amended to delete claim to “Department of Treasury/Internal Revenue Service” in the

	amount of \$ 2,583.05 as this amount is not owed.
<b>Schedule F</b>	<p>1 – <b><u>EBIT</u></b> The name of this creditor was changed to Exigen EbIT, Ltd.</p> <p>and the address changed to reflect as follows: Attn. Alex Kolt 345 California Street, 10<sup>th</sup> Floor San Francisco, CA 94104</p> <p>and the nature of the claim changed to “Royalties and Services”.</p> <p>2 - <b><u>Gordon &amp; Rees, LLP</u></b> Changed to show debt as disputed.</p> <p>3 – <b><u>Exigen Capital Management, LLC (debt in the amount of \$532,996.00)</u></b> Address changed to: 345 California Street, 10<sup>th</sup> Floor San Francisco, CA 94104</p> <p>4 – <b><u>Exigen Capital Management, LLC (debt in the amount of \$11,221,427.00)</u></b> The name of this creditor was changed to Exigen Capital, L.P.</p> <p>and the address changed to reflect as follows: 345 California Street, 10<sup>th</sup> Floor San Francisco, CA 94104</p> <p>5 – <b><u>Entries for Exigen Services, Ltd. changed to Return on Intelligence, Ltd.</u></b> Entry changed to reflect the following:</p> <p>Return on Intelligence, Ltd. (f/k/a Exigen Services, Ltd.)</p> <p>6 – <b><u>Universal Music Group, Inc.</u></b> Entry amended to reflect the claim as “unliquidated” and description amended to accurately reflect consideration.</p>

	<p>7 – <b><u>Exifast Collabra</u></b> Amended to reflect correct entity name of Exifast, Inc.</p> <p>8 – <b><u>Exigen Elite</u></b> Amended to correct consideration.</p> <p>9 – <b><u>Exigen Insurance Solutions, Inc.</u></b> Amended to correct consideration.</p> <p>10 – <b><u>Convers Dill &amp; Pearman Limited</u></b> Amended to mark claim as disputed.</p> <p>11 - <b><u>Fliesler Meyer LLP</u></b> Amended to show claim as not being disputed.</p> <p>12 - <b><u>Octopus Investments, Inc.</u></b> Amended to mark claim as disputed.</p> <p>13 - <b><u>Rowbothan &amp; Company LLP</u></b> Amended to show claim as not being disputed.</p> <p>14 - <b><u>Time Warner (Claim in the amount of \$359,367.00)</u></b> Amended to mark claim as disputed.</p>
<b>Schedule H</b>	<p><u>Co-debtor: Exigen, Ltd. / Creditor: Time Warner</u> Amended to delete reference to “Payment and Performance Guaranty...” because it was not accurate.</p>
<b>Business Income and Expense Form, Item Number 1</b>	Amended to reflect negative figures in parenthesis instead of minus signs for clarity.
<b>Statement of Financial Affairs, Item Number 4 (a)</b>	<p>1 - Added lawsuit “Historic TW, Inc. vs. Exigen (USA), Inc. ...”</p> <p>2 – <b><u>Universal Music Investments, Inc. et al. v. Exigen (USA), Inc. et al. (Case No. 10C-02-044-FSS)</u></b> Amended description in “Nature of Proceeding” and “Status or Disposition” to accurately reflect nature of lawsuit, status of lawsuit, and Debtor’s position.</p>

<b>Statement of Financial Affairs, Item Number 4 (b)</b>	Deleted reference to eviction by Time Warner Telecommunications Corporation pursuant to disclosing eviction proceedings in Item 4(a).
<b>Statement of Financial Affairs, Item Number 1</b>	1 - Amended to reflect negative figures in parenthesis instead of minus signs for clarity.  2 – Amended to add Exhibit “1” as documentation for 2013 income figures.
<b>Statement of Financial Affairs, Item Number 11</b>	Amended to reflect name of account as business operating account
<b>Statement of Financial Affairs, Item Number 18</b>	1 - Amended entry for Exigen (USA), Inc. to reflect dates in which the Debtor ceased using two of its trade names.  2 – Amended entry for Exigen Services, Inc. to clarify approximate ending date of the former subsidiary of the Debtor.
<b>Statement of Financial Affairs, Item Number 19(a)</b>	Amended to reflect that Exifast, Inc. aided in keeping the books and records of the Debtor.
<b>Statement of Financial Affairs, Item Number 25</b>	Entry moved from Schedule B, Item #12 to this location.

**United States Bankruptcy Court**  
**Northern District of California**

In re **Exigen (USA), Inc.**

Debtor(s)

Case No. **13-32281**Chapter **11**

**SUMMARY OF SCHEDULES - Amended**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$0.00		
B - Personal Property	Yes	13	\$30,193,392.05		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		\$0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$14,327.97	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	10		\$44,807,332.56	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	Yes	1			See Business Income & Expense Form
J - Current Expenditures of Individual Debtor(s)	Yes				See Business Income & Expense Form
<b>TOTAL</b>		<b>33</b>	<b>\$30,193,392.05</b>	<b>\$44,821,660.53</b>	

**United States Bankruptcy Court**  
**Northern District of California**

In re **Exigen (USA), Inc.**

Debtor(s)

Case No. **13-32281**Chapter **11**

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☒ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$
Student Loan Obligations (from Schedule F)	\$
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$
TOTAL	\$

State the following:

Average Income (from Schedule I, Line 16)	\$
Average Expenses (from Schedule J, Line 18)	\$
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	\$

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$
4. Total from Schedule F		\$
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$



In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		<b>Debtor did not possess any cash on hand on the date of filing.</b>	-	<b>0.00</b>
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>Silicon Valley Bank (Business Operating Account; Acct No. XXXXXX3836) 3003 Tasman Drive Santa Clara, CA 95054 (Balance \$-1,063.24 as reflected on the October 17, 2013 statement) [Account closed on October 30, 2013]</b>	-	<b>0.00</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.	<b>X</b>			
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			

Sub-Total > **0.00**  
(Total of this page)

6 continuation sheets attached to the Schedule of Personal Property

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		<b>Automobile Liability Insurance Coverage</b> <b>Policy No. XXXXXX-3726</b> <b>Effective: 10/1/2012-10/1/2013</b>  <b>Producer: Wells Fargo Insurance Services USA, Inc.</b> <b>45 Fremont Street #800</b> <b>San Francisco, CA 94105</b>  <b>Insurer: Chubb Group Insurance Companies</b> <b>15 Mountain View Road</b> <b>Warren, NJ 07059</b>  /	-	<b>Unknown</b>
		<b>Commercial Umbrella Policy</b> <b>(General Liability Insurance, Employee Benefits</b> <b>Liability, Foreign Automobile Liability, Foreign</b> <b>Employers Liability, Non-Owned &amp; Hired Auto</b> <b>Liability</b> <b>Policy No. XXXXXX-1878</b> <b>Effective: 10/1/2012-10/1/2013</b>  <b>Producer: Wells Fargo Insurance Services USA, Inc.</b> <b>45 Fremont Street #800</b> <b>San Francisco, CA 94105</b>  <b>Insurer: Chubb Group Insurance Companies</b> <b>15 Mountain View Road</b> <b>Warren, NJ 07059</b>  /	-	<b>Unknown</b>
		<b>Customary Classic Insurance Program</b> <b>(Property Insurance and Liability Insurance)</b> <b>Policy No. XXXXXX-7WUC</b> <b>Effective: 10/1/2012-10/1/2013</b>  <b>Producer: Wells Fargo Insurance Services USA, Inc.</b> <b>45 Fremont Street #800</b> <b>San Francisco, CA 94105</b>  <b>Insurer: Chubb Group Insurance Companies</b> <b>15 Mountain View Road</b> <b>Warren, NJ 07059</b>  /	-	<b>Unknown</b>

Sub-Total > **0.00**  
(Total of this page)

Sheet 1 of 6 continuation sheets attached  
to the Schedule of Personal Property

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		<b>Worker's Compensation and Employers' Liability Policy</b> <b>Policy No. XXXXXX-6402</b> <b>Effective: 10/1/2012-10/1/2013</b>  <b>Producer: Wells Fargo Insurance Services USA, Inc.</b> <b>45 Fremont Street #800</b> <b>San Francisco, CA 94105</b>  <b>Insurer: Chubb Group Insurance Companies</b> <b>15 Mountain View Road</b> <b>Warren, NJ 07059</b>	-	<b>Unknown</b>
10. Annuities. Itemize and name each issuer.	<b>X</b>			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		<b>599,432 Common Stock in Return on Intelligence, Ltd. formerly known as Exigen Services, Ltd. (Bermuda Private Exempt Company, IT Management Consulting Firm)</b>  <b>Return on Intelligence, Ltd.</b> <b>2520 Renaissance Blvd, Suite 120</b> <b>King of Prussia, PA 19406</b>  <b>Value of Shares as of April 1, 2013: \$0.014 per share</b>  <b>/</b>	-	<b>8,392.05</b>
		<b>Other Assets: Loans to Portfolio Companies</b>  <b>Estimated book value \$1,687,000.00.</b> <b>See list attached to Schedule B as Exhibit "1" and incorporated by reference.</b>  <b>/</b>	-	<b>Unknown</b>

Sub-Total > **8,392.05**  
(Total of this page)

Sheet **2** of **6** continuation sheets attached  
to the Schedule of Personal Property

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		<b>Debtor was the 100% owner of the following subsidiaries, none of which is operating:</b>	-	<b>0.00</b>
		<b>Mobilae, Inc.</b> (Dates of operation: 01/12/2000 - 2012)		
		<b>Exigen Services, Inc.</b> (Dates of operation: 04/18/2001 - appx. 2003 - 2005)		
		<b>IntelliEngine, Inc.</b> (Dates of operation: 10/1997 - 2001)		
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.		<b>Accounts Receivable</b> [Collectibility unknown/uncertain - \$100,000.00-\$200,000.00 possibly collectable]  <b>Estimated book value \$7,311,902.00.</b> <b>See list attached to Schedule B as Exhibit "2" and incorporated by reference.</b>  /  <b>Other Receivables - Related party receivable</b> <b>Estimated book value \$13,719.00.</b> [Collectibility Unknown]	-	<b>150,000.00</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>			

Sub-Total > **150,000.00**  
(Total of this page)

Sheet **3** of **6** continuation sheets attached  
to the Schedule of Personal Property

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		<b>Litigation:</b>  <b>Exigen (USA), Inc., et al, v. Genesys Telecommunication Laboratories, Inc.</b> <b>Superior Court of the State of California</b> <b>In the County of San Mateo</b> <b>Case No. CIV-481741</b>  <b>Estimated Total \$30 million in recovery in 1-3 years.</b> <b>Debtor's share of recovery unknown.</b>  <b>/</b>	-	<b>30,000,000.00</b>
22. Patents, copyrights, and other intellectual property. Give particulars.		<b>BPU (Trademark, Tradename or Service Mark)</b> <b>Registration/Application Nos.</b> <b>CTM - 3,059,953 (2/18/2003)</b> <b>The Debtor believes this to have no significant value.</b>  <b>/</b>  <b>Business Process Utility (Trademark, Tradename or Service Mark)</b> <b>Registration/Application Nos.</b> <b>CTM - 3,059,144 (2/18/2003)</b> <b>The Debtor believes this to have no significant value.</b>  <b>/</b>  <b>Intellectual Property:</b> <b>Trade secrets regarding the technology, methodologies and know-how with respect to Computer Telephony Integration "CTI" system integration.</b>  <b>Hosting applications and the implementation of call centers and software platforms for back office operations for a variety of industries.</b>  <b>Debtor believes this to have no significant value.</b>  <b>/</b>	-	<b>Unknown</b>

Sub-Total > **30,000,000.00**  
(Total of this page)

Sheet 4 of 6 continuation sheets attached  
to the Schedule of Personal Property

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		<b>License to Genesys Telecommunications Laboratories, Inc.'s Call Center Licenses acquired through Strategic Partnership Agreement executed in December 1, 2000 and amended on August 17, 2002 to include Debtor. Debtor believes this to have no significant value.</b>	-	<b>Unknown</b>
		/		
		<b>Visiflow (Trademark, Tradename or Service Mark) Registration/Application Nos. US - 1,993,930 (8/13/1996) Dead/Cancelled May 19, 2007 The Debtor believes this to have no significant value.</b>	-	<b>Unknown</b>
		/		
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>Office Furnishings 345 California St., 22nd Floor San Francisco, CA 94104</b>	-	<b>35,000.00</b>
		<b>See list attached to Schedule B as Exhibit "2" and incorporated by reference.</b>		
29. Machinery, fixtures, equipment, and supplies used in business.	<b>X</b>			
30. Inventory.	<b>X</b>			
			Sub-Total >	<b>35,000.00</b>
			(Total of this page)	

Sheet **5** of **6** continuation sheets attached to the Schedule of Personal Property

In re **Exigen (USA), Inc.**

Case No. **13-32281**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **0.00**

(Total of this page)

Total > **30,193,392.05**

**Amended  
EXHIBIT 1  
to Schedule B**



Exigen (USA), Inc.

OTHER ASSETS - Loans to portfolio companies

(as of November 15, 2013)

Company	Total
Exigen EBIT, Inc. ("EBIT")	\$ 200,000.00
Exigen Elite, Inc. ("Elite")	\$ 207,000.00
Exigen ExpertMarkets USA, Inc. ("EM US")	\$ 238,000.00
Exigen Mortgage Asset Management, Inc. ("EMAM")	\$ 900,000.00
Return on Intelligence, Ltd (f/k/a Exigen Services, Ltd. ("ExS"))	\$ 125,000.00
Collabra, Inc. a/k/a Collabra Consulting ("CC")	\$ 17,000.00
Grand Total	\$ 1,687,000.00

**Amended  
EXHIBIT 2  
to Schedule B**

Exigen USA, Inc.  
ACCOUNTS RECEIVABLE  
as of November 15, 2013  
AMENDED

Correct Company Name	How Name appeared as originally scheduled	Amount
Collabra Inc		\$ 241,795
Exigen EBIT, Inc.	EBIT	\$ 872,877
Exigen Elite, Inc.	Elite	\$ 220,443
Exigen Mortgage Asset Management, Inc.	EMAM	\$ 250,344
Exifast, Inc.	Exifast Collabra	\$ 3,423,836
Exifast, Inc.	Exifast_ Inc.	\$ 79,482
Exigen Canada Inc		\$ 614
Exigen Capital Management LLC		\$ 1,021,905
Exigen Communications Services		\$ 18,028
Exigen Expert Markets		\$ 471,647
Exigen Expert markets Canada		\$ 9,981
Exigen Insurance Solutions		\$ 46,752
Return on Intelligence, Ltd. f/k/a Exigen Services, Ltd.	Exigen Services Ltd.	\$ 645,241
Locust Walk Capital		\$ 120
EquaTrax, L.P. f/k/a Royalty Services, L.P.		\$ 8,839
Total		\$ 7,311,902

# **EXHIBIT 3**

## **to Schedule B**

<u>Furniture</u>	<u>Vendor</u>	<u>Units Present</u>	<u>Current Market Value</u>
Offices furniture 22d fl	HOGUE	27	\$ 20,000.00
Teknion workstation	Office Depot	21	
Reception desk	LIMN	1	
Glass marker boards	Office Depot	4	
Low BCK Guest Chairs	Office Depot	4	
Executive Leather chars	Office Depot	25	
Posture Chairs	Office Depot	25	
Refrigerator	Rainbowappliance.com	1	
		Current Market Value	<u>\$ 15,000.00</u>
		Total Value of Office Furnishings	\$ 35,000.00

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

# **SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED** (Continuation Sheet)

**Taxes and Certain Other Debts  
Owed to Governmental Units**

## TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			<b>Unpaid Wage Claim</b>					
<b>CA Department of Labor and Industries 455 Golden Gate Avenue, 9th Floor San Francisco, CA 94102</b>	-							<b>577.00</b>
Account No.			<b>2011-2012 Payroll Taxes</b>					
<b>City &amp; County Tax Collector Business Tax Dept Attn: Bureau of Delinquent Revenue P.O. Box 7425 San Francisco, CA 94120-7425</b>	-							<b>12,592.00</b>
Account No. <b>xxxxxxx4608</b>			<b>5/2013 Interest on Liability</b>					
<b>Employment Development Dept. P.O. Box 989061 West Sacramento, CA 95798-9061</b>	-							<b>337.00</b>
Account No. <b>xxxxxx9XXX</b>			<b>2013 Corporate Taxes</b>					
<b>State of California Franchise Tax Board Section MS A340 Post Office Box 2952 Sacramento, CA 95812</b>	-							<b>821.97</b>
Account No.								
Subtotal								<b>0.00</b>
(Total of this page)							<b>14,327.97</b>	<b>14,327.97</b>
Total								<b>0.00</b>
(Report on Summary of Schedules)							<b>14,327.97</b>	<b>14,327.97</b>

Sheet **1** of **1** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

## AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R  H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>xxx0352</b>  <b>ADP Commercial Leasing</b> <b>P.O. Box 34656</b> <b>Newark, NJ 07189</b>	-	<b>2009</b> <b>Vendor Services</b>				<b>4,600.00</b>
Account No.  <b>Bouchard Margules &amp; Friedlander,</b> <b>P.A.</b> <b>222 Delaware Ave</b> <b>Suite 1400</b> <b>Wilmington, DE 19801</b>	-	<b>June 2012 - March 2013</b> <b>Legal Services</b>				<b>148,645.00</b>
Account No.  <b>Codan Services Limited</b> <b>Clarendon House</b> <b>P.O. Box HM 1022</b> <b>Hamilton, HM, DX</b> <b>BERMUDA</b>	-	<b>April 1, 2013 - June 30, 2013</b> <b>Corporate and Administrative Services</b>			<b>X</b>	<b>16,635.00</b>
Account No.  <b>Conyers Dill &amp; Pearman Limited</b> <b>Clarendon House, 2 Church St</b> <b>P.O. Box HM 666</b> <b>Hamilton, HM, CX</b> <b>BERMUDA</b>	-	<b>2012</b> <b>Legal Services</b>			<b>X</b>	<b>300.00</b>
Subtotal (Total of this page)						<b>170,180.00</b>

9 continuation sheets attached



In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**AMENDED**  
**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		<b>May 2011</b>				
<b>Corporation Service Company</b> <b>P.O. Box 13397</b> <b>Philadelphia, PA 19101-3397</b>	-	<b>Vendor Services</b>				<b>363.00</b>
Account No.		<b>March 2010 - July 2013</b>				
<b>Cotchett Pitre &amp; McCarthy LLP</b> <b>San Francisco Airport Office Ctr</b> <b>840 Malcolm Road</b> <b>Suite 200</b> <b>Burlingame, CA 94010</b>	-	<b>Legal Services associated with Genesys Telecommunications Laboratory, Inc. lawsuit</b>				<b>23,026.00</b>
Account No.		<b>October 15, 2012</b>				
<b>Cote &amp; Company</b> <b>703 Market Street</b> <b>Suite 600</b> <b>San Francisco, CA 94103</b>	-	<b>Vendor Service - 401(k) Auditors</b>				<b>5,000.00</b>
Account No. <b>1800</b>		<b>April 26, 2009</b>				
<b>DeWinter Consulting, Inc.</b> <b>1999 S. Bascom Ave., Suite 210</b> <b>Campbell, CA 95008</b>	-	<b>Consulting Fees</b>				<b>3,297.00</b>
Account No. <b>x3540</b>		<b>February 2013 - August 2013</b>				
<b>Document Technologies, LLC</b> <b>64 West 48th Street</b> <b>6th Floor</b> <b>New York, NY 10036</b>	-	<b>Vendor Services</b>				<b>177,806.13</b>
Sheet no. <u>1</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>209,492.13</b>

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**AMENDED**  
**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		<b>March - June 2012 Recruiting Fees</b>				
<b>Employment Screening Resources 7110 Redwood Blvd. Suite C Novato, CA 94945</b>	-					<b>2,594.00</b>
Account No.		<b>August 2012 - January 2013 Membership Fees</b>				
<b>Equinox Fitness Clubs P.O. Box 1774 New York, NY 10156-1774</b>	-					<b>7,147.00</b>
Account No.		<b>June 30, 2012 Services Rendered</b>				
<b>Esther Carlson 8018 Creekside Drive Dublin, CA 94568</b>	-				X	<b>2,683.00</b>
Account No.		<b>December 2010 - January 2013 Vendor Services</b>				
<b>Exifast, Inc. 345 California Street 10th Floor San Francisco, CA 94104</b>	-					<b>933,251.00</b>
Account No.		<b>January 2009 - April 2013 Claim by affiliate for employee services provided to Debtor and/or payments made on Debtor's behalf.</b>				
<b>Exigen Capital Management, LLC 345 California Street 10th Floor San Francisco, CA 94104</b>	-					<b>532,996.00</b>
Sheet no. <b>2</b> of <b>9</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>1,478,671.00</b>

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**AMENDED**  
**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
<b>Exigen Capital, L.P.</b> <b>345 California Street</b> <b>10th Floor</b> <b>San Francisco, CA 94104</b>		-				<b>11,221,427.00</b>
Account No.						
<b>Exigen EbIT, Ltd.</b> <b>Attn. Alex Kolt</b> <b>345 California Street</b> <b>10th Floor</b> <b>San Francisco, CA 94104</b>		-				<b>41,393.00</b>
Account No. <b>xxxx/6550</b>						
<b>Exigen Elite</b> <b>345 California Street</b> <b>10th Floor</b> <b>San Francisco, CA 94104</b>		-				<b>374,944.00</b>
Account No. <b>5015</b>						
<b>Exigen Insurance Solutions, Inc.</b> <b>345 California Street</b> <b>10th Floor</b> <b>San Francisco, CA 94104</b>		-				<b>28,565.00</b>
Account No.						
<b>Exigen Insurance Solutions, Inc.</b> <b>345 California Street</b> <b>10th Floor</b> <b>San Francisco, CA 94104</b>		-				<b>577,370.00</b>
Sheet no. <u>3</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>12,243,699.00</b>

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**AMENDED**  
**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		<b>September 13, 2009 - July 31, 2012</b>				
<b>Expermarkets Canada, Inc.</b> <b>345 California Street</b> <b>10th Floor</b> <b>San Francisco, CA 94104</b>	-	<b>Hosting and Support Services</b>				<b>339,225.00</b>
Account No.		<b>Long-Term Debt</b>				
<b>Expermarkets Canada, Inc.</b> <b>345 California Street</b> <b>10th Floor</b> <b>San Francisco, CA 94104</b>	-					<b>8,411.00</b>
Account No. <b>xx4848</b>		<b>January 6, 2009</b>				
<b>Financial Executives International</b> <b>200 Campus Drive</b> <b>Florham Park, NJ 07932-0674</b>	-	<b>Membership Fees</b>				<b>495.00</b>
Account No.		<b>December 10, 2008 - March 2, 2011</b>				
<b>Fliesler Meyer LLP</b> <b>410 Pacific Avenue</b> <b>San Francisco, CA 94133</b>	-	<b>Legal Services</b>				<b>20,182.00</b>
Account No. <b>xxx6370</b>		<b>March 30, 2013</b>				
<b>Globalinx</b> <b>P.O. Box 749682</b> <b>Los Angeles, CA 90074</b>	-	<b>Telephone Service</b>				<b>753.43</b>
Sheet no. <b>4</b> of <b>9</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>369,066.43</b>
Subtotal (Total of this page)						

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**AMENDED**  
**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>987</b>  <b>Golden Gate Retirement Consultants</b> <b>1250 Bayhill Road</b> <b>Suite 100</b> <b>San Bruno, CA 94066</b>	-	<b>2001</b> <b>Admin Fee for 2011 Plan Year</b>				<b>1,190.00</b>
Account No.  <b>Gordon &amp; Rees, LLP</b> <b>275 Battery Street</b> <b>Suite 2000</b> <b>San Francisco, CA 94111</b>	-	<b>February 2009</b> <b>Legal Services</b>			<b>X</b>	<b>4,743.00</b>
Account No. <b>xxx4475</b>  <b>Greenberg Traurig LLP</b> <b>4 Embarcadero Center</b> <b>Suite 3000</b> <b>San Francisco, CA 94111-5983</b>	-	<b>November 8, 2009</b> <b>Legal Services</b>			<b>X</b>	<b>46,521.00</b>
Account No.  <b>Greg Shenkman</b> <b>28 Meadow Hill Drive</b> <b>Tiburon, CA 94920</b>	-	<b>2009</b> <b>Reimbursement Claim</b>			<b>X</b>	<b>22,500.00</b>
Account No. <b>x0114</b>  <b>Haarmann</b> <b>Neue Mainzerstrabe 75</b> <b>Frankfurt</b> <b>GERMANY 60311</b>	-	<b>August - December 2010</b> <b>Legal Services</b>				<b>27,186.00</b>
Sheet no. <b>5</b> of <b>9</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal</b> (Total of this page) <b>102,140.00</b>

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**AMENDED**  
**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>xxx7585</b>  <b>Iron Mountain</b> <b>P.O. Box 27131</b> <b>New York, NY 10087-7131</b>	-	<b>June 12, 2013</b> <b>Vendor Services</b>				<b>3,200.00</b>
Account No.  <b>John P. Stigi, III, Esquire</b> <b>Sheppard, Mullin, Richter &amp; Hampton,</b> <b>LLP</b> <b>1901 Avenue of the Stars, 16th Floor</b> <b>Los Angeles, CA 90067</b>	-	<b>Notice Only</b>  <b>(Attorney for Genesys Telecommunications</b> <b>Laboratories, Inc.)</b>				<b>0.00</b>
Account No.  <b>KBHT Kalus &amp; Hilger</b> <b>PromenadenstraBe 1</b> <b>D-41460 Neuss</b> <b>GERMANY</b>	-	<b>April 2013 - February 2013</b> <b>Tax Consultants</b>				<b>13,418.00</b>
Account No.  <b>Lexence Advocaten &amp; Notarissen</b> <b>Peter Van Anrooystraat 7</b> <b>Postbus 1076 DA</b> <b>Amsterdam</b> <b>NEDERLAND</b>	-	<b>April 16, 2009 - August 27, 2010</b> <b>Consulting Fees regarding Patent Drawing</b>			<b>X</b>	<b>9,219.00</b>
Account No.  <b>Lextron Systems, Inc.</b> <b>20264 Ljepava Drive</b> <b>Saratoga, CA 95070</b>	-	<b>January 22, 2010</b> <b>Legal Services</b>			<b>X</b>	<b>16,250.00</b>
Sheet no. <b>6</b> of <b>9</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) <b>42,087.00</b>

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**AMENDED**  
**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
<b>Octopus Investments, Inc. 20 Old Bailey LONDON, EC4M 7AN</b>	-				<b>X</b>	<b>5,000.00</b>
Account No.						
<b>Return on Intelligence, Ltd. (f/k/a Exigen Services, Ltd.) 345 California Street 10th Floor San Francisco, CA 94104</b>	-				<b>X</b>	<b>7,000,000.00</b>
Account No.						
<b>Return on Intelligence, Ltd. (f/k/a Exigen Services, Ltd.) 345 California Street 10th Floor San Francisco, CA 94104</b>	-					<b>337,446.00</b>
Account No.						
<b>Rowbothan &amp; Company LLP 101 Second Street Suite 1200 San Francisco, CA 94105</b>	-					<b>4,584.00</b>
Account No.						
<b>Sharon Moe Benefit Com Services 26248 Enterprise Court Lake Forest, CA 92630</b>	-					<b>330.00</b>
Sheet no. <u>7</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>7,347,360.00</b>

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**AMENDED**  
**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		<b>March 10, 2006 - January 12, 2007</b>				
<b>Simmons &amp; Ungar, LLP</b> <b>351 California Street</b> <b>Suite 1300</b> <b>San Francisco, CA 94104</b>	-	<b>Legal Services</b>				<b>15,397.00</b>
Account No. <b>xxxxx9429</b>		<b>February 20, 2013 - June 20, 2013</b>				
<b>T-Mobile</b> <b>P.O. Box 51843</b> <b>Los Angeles, CA 90051-6143</b>	-	<b>Cellular Bill</b>				<b>9,929.00</b>
Account No. <b>xxx4176</b>		<b>September 23, 2011</b>				
<b>The State Insurance Fund</b> <b>Disability Benefits</b> <b>P.O. Box 5261</b> <b>Binghamton, NY 13902-5261</b>	-	<b>Insurance Fees</b>				<b>210.00</b>
Account No.		<b>October 26, 2009</b>				
<b>Theodore Garcia</b> <b>1025 Vista Grande Street</b> <b>Binghamton, NY 13902-5261</b>	-	<b>Expense Reimbursement</b>				<b>327.00</b>
Account No.		<b>March 1, 2012 - October 31, 2012</b>				
<b>Time Warner</b> <b>One Time Warner Center</b> <b>Attn: Director of Real Estate Services</b> <b>New York, NY 10019-8016</b>	X -	<b>Unpaid Rent from business location at 75 Rockefeller Plaza, New York, NY. (Debtor evicted from location as of March, 2012.)</b>			X	<b>359,367.00</b>
Sheet no. <u>8</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal</b> (Total of this page)
						<b>385,230.00</b>



In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**AMENDED**  
**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
<b>TW Telecom, Inc. P.O. Box 172567 Denver, CO 80217-2567</b>		<b>March 2013 Telecommunications</b>				<b>18,019.00</b>
Account No.						
<b>Universal Music Group, Inc. Attn: Marinus N. Henny 1755 Broadway, 5th Fl. New York, NY 10019</b>	X -	<b>6/30/2004 Action for breach of contract against Debtor, relating to Development Agmt, dated 6/30/04, between Debtor, Royalty Svcs LP, Warner Music Group Inc, and Universal Music Group Inc. [See Stmt of Fin. Affiars, Item 4(a) for further details.]</b>	X	X	X	<b>22,440,990.00</b>
Account No. <b>xxxxxx52-RI</b>						
<b>Wolters Kluwer Busineses Corporate Legal Services Wanut Creek Corp, Team 1 1350 Treat Blvd., Suite 100 Walnut Creek, CA 94597</b>	-	<b>Legal Services</b>				<b>398.00</b>
Account No.						
Account No.						
Sheet no. <u>9</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>22,459,407.00</b>
						Total (Report on Summary of Schedules)
						<b>44,807,332.56</b>

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

**SCHEDULE H - CODEBTORS - AMENDED**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Exigen (BVI), Inc.</b> <b>345 California Street, 22nd Floor</b> <b>San Francisco, CA 94104</b>	<b>Universal Music Group, Inc.</b> <b>Attn: Marinus N. Henny</b> <b>1755 Broadway, 5th Fl.</b> <b>New York, NY 10019</b> Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004.  Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.
<b>Exigen (Canada), Inc.</b> <b>345 California Street, 22nd Floor</b> <b>San Francisco, CA 94104</b>	<b>Universal Music Group, Inc.</b> <b>Attn: Marinus N. Henny</b> <b>1755 Broadway, 5th Fl.</b> <b>New York, NY 10019</b> Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004.  Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.
<b>Exigen Latvia (SWH Tehnologija)</b> <b>345 California Street, 22nd Floor</b> <b>San Francisco, CA 94104</b>	<b>Universal Music Group, Inc.</b> <b>Attn: Marinus N. Henny</b> <b>1755 Broadway, 5th Fl.</b> <b>New York, NY 10019</b> Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004.  Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.

In re **Exigen (USA), Inc.**

Case No. **13-32281**

Debtor

## **SCHEDULE H - CODEBTORS - AMENDED**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Exigen Properties, Inc.</b> <b>345 California Street, 22nd Floor</b> <b>San Francisco, CA 94104</b>	<b>Universal Music Group, Inc.</b> <b>Attn: Marinus N. Henny</b> <b>1755 Broadway, 5th Fl.</b> <b>New York, NY 10019</b> Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004.  Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.
<b>Exigen, Ltd.</b> <b>345 California Street, 22nd Floor</b> <b>San Francisco, CA 94104</b>	<b>Time Warner</b> <b>One Time Warner Center</b> <b>Attn: Director of Real Estate Services</b> <b>New York, NY 10019-8016</b>
<b>Exigen, Ltd.</b> <b>345 California Street, 22nd Floor</b> <b>San Francisco, CA 94104</b>	<b>Universal Music Group, Inc.</b> <b>Attn: Marinus N. Henny</b> <b>1755 Broadway, 5th Fl.</b> <b>New York, NY 10019</b> Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004.  Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.

**United States Bankruptcy Court  
Northern District of California**

In re **Exigen (USA), Inc.**

Debtor(s)

Case No. **13-32281**  
Chapter **11**

**BUSINESS INCOME AND EXPENSES - Amended**

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

**PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:**

1. Gross Income For Prior to Filing (2013 YTD Gross Income - per Profit and Loss Statement dated March, 2013): **(\$571,585.00)**

**PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:**

2. Gross Monthly Income \$ **0.00**

**PART C - ESTIMATED FUTURE MONTHLY EXPENSES:**

3. Net Employee Payroll (Other Than Debtor) \$ **0.00**

4. Payroll Taxes **0.00**

5. Unemployment Taxes **0.00**

6. Worker's Compensation **0.00**

7. Other Taxes **0.00**

8. Inventory Purchases (Including raw materials) **0.00**

9. Purchase of Feed/Fertilizer/Seed/Spray **0.00**

10. Rent (Other than debtor's principal residence) **0.00**

11. Utilities **0.00**

12. Office Expenses and Supplies **0.00**

13. Repairs and Maintenance **0.00**

14. Vehicle Expenses **0.00**

15. Travel and Entertainment **0.00**

16. Equipment Rental and Leases **0.00**

17. Legal/Accounting/Other Professional Fees **0.00**

18. Insurance **0.00**

19. Employee Benefits (e.g., pension, medical, etc.) **0.00**

20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):

DESCRIPTION

TOTAL

21. Other (Specify):

DESCRIPTION

TOTAL

22. Total Monthly Expenses (Add items 3-21) \$ **0.00**

**PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:**

23. AVERAGE NET MONTHLY INCOME (Subtract item 22 from item 2) \$ **0.00**

**United States Bankruptcy Court  
Northern District of California**

In re **Exigen (USA), Inc.**

Debtor(s)

Case No. **13-32281**Chapter **11**

**STATEMENT OF FINANCIAL AFFAIRS - Amended**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

**1. Income from employment or operation of business**

None  
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT  
**(\$573,552.00)**

SOURCE  
**2013 YTD Income  
(January - October 17, 2013)**

**Gross Income: (\$571,585.00)  
Net Income: (\$573,552.00)**

**[Figures above are taken from Profit and Loss Statement dated March 2013 attached hereto as Exhibit "1" and incorporated herewith by reference].**

**To be provided.**

**2012 Income  
(January - December)**

**Gross Income: Unknown  
Net Income: Unknown**

AMOUNT  
\$6,312,123.00

SOURCE  
2011 Income  
(January - December 2011)

Gross Income: \$6,312,123.00  
Net Income: (\$474,846.00)

## 2. Income other than from employment or operation of business

None  
☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

## 3. Payments to creditors

None  
☒

*Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS  
OF CREDITOR

DATES OF  
PAYMENTS

AMOUNT PAID

AMOUNT STILL  
OWING

None  
☒

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF  
PAYMENTS/  
TRANSFERS

AMOUNT  
PAID OR  
VALUE OF  
TRANSFERS

AMOUNT STILL  
OWING

None  
☒

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND  
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID

AMOUNT STILL  
OWING

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

**4. Suits and administrative proceedings, executions, garnishments and attachments**

None

☐

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**CAPTION OF SUIT  
AND CASE NUMBER**

**Universal Music Investments, Inc., a California corporation v. Exigen (USA), Inc., a California corporation; Case No. 10C-02-044-FSS**

**NATURE OF  
PROCEEDING**

**Action for breach of contract against the Debtor, relating to a Development Agreement, dated June 30, 2004, between the Debtor, Royalty Services, L.P., Warner Music Group Inc., and Universal Music Group, Inc.**

**COURT OR AGENCY  
AND LOCATION**

**New Castle County Superior Court  
State of Delaware  
500 North King Street  
Wilmington, DE 19801**

**STATUS OR  
DISPOSITION**

**Order granting Motion for Default Judgment entered October 17, 2013 in the amount of \$22,440,900.00.**

**Corrected Order granting Motion for Default Judgment entered by court on October 18, 2013.**

**Validity of Order granting Motion for Default Judgment is disputed by Debtor. Debtor contends that the orders are void and intends to pursue any remedies and/or defenses available to it.**

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**Universal Music Investments, Inc. v. Exigen (USA), Inc., et al.  
Case No. CA 8875**

**Fraudulent Transfer / Breach of Contract**

**Court of Chancery - Sussex County  
34 The Circle  
Georgetown, DE 19947**

**Pending**

/

**Exigen Properties, Inc.; Return on Intelligence, Ltd. (f/k/a Exigen Services, LTD.); Exigen Services (USA), Inc.; Exigen (USA), Inc.; Exigen Ltd.; Exigen (Canada), Inc.; Exigen Latvia (SWH Tehnologija); Exigen Europe, BV; Exigen Deutschland GmbH; Exigen Services Europe Limited; Exigen East B.V.; Exigen Services Pacific PTY Limited; Exigen Services, LLC; Foreign Enterprise Exigen Services v. Genesys Telecommunications Laboratories, Inc. and Does 1-25; Case No. CIV-481741**

**Unfair Competition / Trade Libel / Defamation / Misappropriations of Trade Secrets / Unjust Enrichment**

**San Mateo County Superior Court  
Southern Branch  
400 County Center, 2nd Floor  
Redwood City, CA 94063**

**Pending**

/

CAPTION OF SUIT  
AND CASE NUMBER**Stuart B. Schneck vs. Exigen (USA), Inc. et al.;**  
**Case No. CGC 12 520577**NATURE OF  
PROCEEDING**Employment  
Dispute  
(Complaint re  
Disability  
Discrimination,  
Breach of  
Contract, etc.)**COURT OR AGENCY  
AND LOCATION**Superior Court of California,  
County of San Francisco**STATUS OR  
DISPOSITION**Dismissal with prejudice  
on January 22, 2013.****In re Martyn Sutton and Alexander van Gordon v.  
Exigen (USA), Inc., Exigen Insurance Solutions,  
Inc., Alec Miloslavsky, Gwen Gluckman, and  
Greg Shenkman (Case No. 12-CV-6267)****Two  
ex-employees of  
Exigen  
Insurance  
Solutions sought  
commissions  
against named  
defendants.****Eastern District of  
Pennsylvania****Settled by Exigen  
Insurance Solutions,  
Inc. and awaiting  
dismissal with  
prejudice.****Historic TW, Inc. vs. Exigen (USA), Inc. and XYZ  
Corporation (L & T Index No. 067593)****Eviction  
Proceeding****Civil Court of the City of New  
York  
County of New York  
Non-Housing Part 52****Debtor was leasee of  
office space located at:  
75 Rockefeller Plaza and  
15 West 51st St., 17th Fl.  
New York, NY 10019****Debtor was evicted from  
property by Landlord,  
Time Warner  
Telecommunications  
Corporation pursuant to  
this eviction action on:  
March 2012**None  
☒b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)NAME AND ADDRESS OF PERSON FOR WHOSE  
BENEFIT PROPERTY WAS SEIZED

DATE OF SEIZURE

DESCRIPTION AND VALUE OF  
PROPERTY**5. Repossessions, foreclosures and returns**None  
☒List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)NAME AND ADDRESS OF  
CREDITOR OR SELLERDATE OF REPOSSESSION,  
FORECLOSURE SALE,  
TRANSFER OR RETURNDESCRIPTION AND VALUE OF  
PROPERTY**6. Assignments and receiverships**None  
☒a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE

DATE OF  
ASSIGNMENT

TERMS OF ASSIGNMENT OR SETTLEMENT



None



b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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**7. Gifts**

None



List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**8. Losses**

None



List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**

None



List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Macdonald Fernandez LLP 221 Sansome Street, Third Floor San Francisco, CA 94104-2323</b>	<b>10/24/2013, Daletona Global Limited Palm Grova House</b>	<b>\$50,000.00</b>

**10. Other transfers**

None



a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None



b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
-------------------------------	------------------------	---

**11. Closed financial accounts**None  
☐

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
<b>Silicon Valley Bank</b> <b>3003 Tasman Drive</b> <b>Santa Clara, CA 95054</b>	<b>Business Operating Account; Account No. XXXXXX3836</b>	<b>\$0.00; October 30, 2013</b>
<b>Wachovia Bank N.A.</b> <b>500 Lake Cook Road, Suite 100</b> <b>Deerfield, IL 60015</b>	<b>Money Market Account; Acct. No. xxxx-4411</b>	<b>\$0.00; 2005</b>

**12. Safe deposit boxes**None  
☒

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**None  
☒

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**None  
☒

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**None  
☐

If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
<b>505 Montgomery Street, Ste. 2300, San Francisco, CA 94111</b>	<b>Exigen (USA), Inc.</b>	<b>1999 - April 2009</b>
<b>75 Rockefeller Plaza, 17th Floor, New York, NY 10104</b>	<b>Exigen (USA), Inc.</b>	<b>January 31, 2005 - March, 2012</b>
<b>345 California Street</b> <b>22nd Floor</b> <b>San Francisco, CA 94104</b>	<b>Exigen (USA), Inc.</b>	<b>06/2009 - 04/2013</b>

ADDRESS  
**345 California Street**  
**10th Floor**  
**San Francisco, CA 94104**

NAME USED  
**Exigen (USA), Inc.**

DATES OF OCCUPANCY  
**04/2013 - Present**

### 16. Spouses and Former Spouses

None  
☒

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

### 17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None  
☒

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None  
☒

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None  
☒

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

### 18. Nature, location and name of business

None  
☐

a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
<b>Exigen (USA), Inc.</b>	<b>95-4407507</b>	<b>345 Montgomery Street 10th Floor San Francisco, CA 94104</b>	<b>Software and service company.</b>  <b>Debtor incorporated and began operations under the name of Datamax Technologies, Inc. and changed to current name on March 13, 2001.</b>  <b>Debtor ceased operations approximately June/July 2012.</b>  <b>Trade Names: Exigen; Exigen USA; Exigen Group</b>  <b>(Debtor ceased using these trade names of Exigen and Exigen Group approximately 2008)</b>	<b>January 21, 1993 - Present</b>
<b>Mobilae, Inc.</b>	<b>94-3351728</b>	<b>345 California St., 10th Floor San Francisco, CA 94104</b>	<b>Former subsidiary of Debtor (debtor owned 100% of entity)</b>	<b>01/12/2000 - 2012 (dissolved corporation per California Secretary of State)</b>
<b>Exigen Services, Inc.</b>	<b>01-0629397</b>	<b>345 California St., 10th Floor San Francisco, CA 94104</b>	<b>Former subsidiary of Debtor (debtor owned 100% of entity)</b>	<b>04/18/2001 - approx. 2003 - 2005</b>  <b>(Corporation is listed as a suspended corporation per California Sec. of State as of 8/14/2009)</b>
<b>IntelliEngine, Inc.</b>	<b>22-3541433</b>	<b>345 California St., 10th Floor San Francisco, CA 94104</b>	<b>Former subsidiary of Debtor (debtor owned 100% of entity) New Jersey Corporation</b>	<b>10/1997 - 2001</b>

None  
☒

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

### 19. Books, records and financial statements

None  
☐

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

#### NAME AND ADDRESS

**Exifast, Inc.**  
**345 California St.,**  
**10th Floor**  
**San Francisco, CA 94104**

#### DATES SERVICES RENDERED

**2008 - 2012**

None  
☒

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

#### NAME

#### ADDRESS

#### DATES SERVICES RENDERED

None  
☐

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

#### NAME

**Equinix**  
**IT services & computer repair; Server/data center equipment is**  
**held within a caged area on the premises.**  
**Rowbothan & Company LLP**

#### ADDRESS

**11 Great Oaks Blvd.**  
**San Jose, CA 95119**  
  
**101 Second Street**  
**Suite 1200**  
**San Francisco, CA 94105**

None  
☒

d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

#### NAME AND ADDRESS

#### DATE ISSUED

### 20. Inventories

None  
☒

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

#### DATE OF INVENTORY

#### INVENTORY SUPERVISOR

#### DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)

None  
☒

b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

#### DATE OF INVENTORY

#### NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

### 21. Current Partners, Officers, Directors and Shareholders

None  
☒

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

#### NAME AND ADDRESS

#### NATURE OF INTEREST

#### PERCENTAGE OF INTEREST

None

☐

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>Sergiy Synyansky</b> 345 California Street 10th Floor San Francisco, CA 94104	<b>Director</b>	<b>0%</b>
<b>Andriy Dudnyk</b> 345 California Street 10th Floor San Francisco, CA 94104	<b>Director</b>	<b>0%</b>
<b>Greg Shenkman</b> 28 Meadow Hill Drive Belvedere Tiburon, CA 94920	<b>Director</b>	<b>0%</b>
<b>Alec Miloslavsky</b> 345 California Street 10th Floor San Francisco, CA 94104	<b>Director</b>	<b>0%</b>
<b>Alexander Novak</b> 345 California Street 10th Floor San Francisco, CA 94104	<b>President and Treasurer</b>	<b>0%</b>
<b>Kimberlee S. Bogen</b> 345 California Street 10th Floor San Francisco, CA 94104	<b>Secretary</b>	<b>0%</b>
<b>Eugene Gusovsky</b> 345 California Street 10th Floor San Francisco, CA 94104	<b>Restructuring Project Manager</b>	<b>0%</b>
<b>Exigen, Ltd.</b> 345 California Street 10th Floor San Francisco, CA 94104	<b>Parent Corporation and Shareholder</b>	<b>100%</b>

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## 22. Former partners, officers, directors and shareholders

None

☒

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None

☐

b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
<b>Greg Shenkman</b> 65 A Appian Way South San Francisco, CA 94080	<b>Terminated as President (currently still a director)</b>	<b>August 15, 2013</b>
<b>Matteo Marchetta</b> 345 California Street 22nd Floor San Francisco, CA 94111	<b>Treasurer</b>	<b>August 15, 2013</b>
<b>Stuartt Schneck</b> 106 Estates Drive Piedmont, CA 94611	<b>Secretary</b>	<b>August 15, 2013</b>

**23. Withdrawals from a partnership or distributions by a corporation**None  
☒

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS  
OF RECIPIENT,  
RELATIONSHIP TO DEBTOR

DATE AND PURPOSE  
OF WITHDRAWAL

AMOUNT OF MONEY  
OR DESCRIPTION AND  
VALUE OF PROPERTY

**24. Tax Consolidation Group.**None  
☒

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

**25. Pension Funds.**None  
☐

If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

**Debtor is listed as the administrator of a 401(k) plan for employees of Exigen Group and its tax identification number was used for such purpose.**

**Although Exigen Group is not an actual company, it is the collective name for the following entities which use the 401(k) plan for their employees:**

**Exigen Capital Management LLC, Exigen Insurance Solutions Ltd, Expert Markets Inc., Exigen Mortgage Asset Management Inc., Exigen Transformation Co. Inc., Collabra Consulting LLC, Exigen Elite Inc., Exigen EBIT Inc. and ExiFast Inc.**

**Debtor has not and does not presently have an interest in the plan, except for the use of the Debtor's federal tax identification number. Debtor's former employees did not participate in plan. Debtor does not contribute to plan on behalf of any employees.**

**This entry is for disclosure purposes only.**

\* \* \* \* \*

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date December 6, 2013

Signature /s/ Alexander Novak  
**Alexander Novak**  
**President and Treasurer**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

# **EXHIBIT 1**

## **to Statement of Financial Affairs**



**Exigen (USA), Inc.**

**Profit & Loss Statement**

	<i>Exi USA</i>
	<i>#105</i>
	<i>MAR-13</i>
	<i>YTD</i>
<b>REVENUE</b>	
Managed Services	0
License	0
Professional Serv	0
Outsourcing	0
Maintenance	0
Hardware & Other	0
Exifast	0
Billable Exp-Revenue	0
	<hr/>
	0
<b>COST OF SALES</b>	
Managed Services	17,500
License	0
Professional Serv	(67,625)
Outsourcing	0
Maintenance	0
Hardware & Other	0
Exifast	0
Billable Exp-COS	0
	<hr/>
	(50,125)
<b>GROSS PROFIT</b>	
Managed Services	17,500
License	0
Professional Serv	(67,625)
Outsourcing	0
Maintenance	0
Hardware & Other	0
Exifast	0
	<hr/>
	(50,125)
<b>SG&amp;A</b>	
Sales	0
Marketing	0
G&A	(521,460)
R&D	0
	<hr/>
	(521,460)

<b>OPERATING INC/(LOSS)</b>	<u>(571,585)</u>
<b>Other Inc/(Exp)</b>	
<b>Inter Inc/(Exp)</b>	0
<b>Gain/(Loss)-Asset Sales</b>	0
<b>Other Inc/(Exp)</b>	0
<b>Exifast</b>	0
<b>Total Other Inc/(Exp)</b>	<u>0</u>
<b>PRETAX INCOME/(LOSS)</b>	(571,585)
<b>Taxes</b>	1,966
<b>Exifast Taxes</b>	0
<b>NET INCOME/(LOSS)</b>	<u><u>(573,552)</u></u>